




ANNUAL MEETING  
OF SHAREHOLDERS 2026

# *Notice of Meeting*

 Thursday 6 August 2026

 10:30am

 **MUFG Pension & Market Services**  
Level 30, PwC Tower, 15 Customs St West,  
Auckland, 1010

 [www.virtualmeeting.co.nz/rad26](http://www.virtualmeeting.co.nz/rad26)

## **OTHER IMPORTANT DATES**

(All times are given in NZST)

- Latest time for receipt of proxy appointments  
– 10.30am, Tuesday 4 August 2026
- Record date for voting entitlements  
– 5.00pm, Tuesday 4 August 2026

## Format of Meeting

Radius Care's 2026 Annual Meeting will be conducted as a formal meeting of shareholders for the purposes of considering the resolutions set out in this Notice of Meeting and to consider any other matter that may be properly brought before the Annual Meeting.

Immediately following the conclusion of the Annual Meeting, Radius Care will host an investor session. Morning tea will be available prior to the session. After this, members of the senior leadership team will provide shareholders and guests with broader commentary and updates on Radius Care; including growth initiatives, new business opportunities, and Radius Care's future strategy and direction. Attendance at the investor session is open to all interested parties and is not limited to shareholders.

## Business

### A. Chair's welcome

### B. Consideration of and Voting on the Resolutions

Shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolutions:

#### 1. Auditor's Remuneration

That the Directors are authorised to fix the remuneration of Baker Tilly Staples Rodway as auditor of Radius Care for the ensuing financial year.

#### 2. Re-election of Mary Gardiner

That Mary Gardiner, who, in accordance with the NZX Listing Rules, retires and is seeking re-election, be re-elected as a Director of Radius Care.

#### 3. Re-election of Hamish Stevens

That Hamish Stevens, who, in accordance with the NZX Listing Rules, retires and is seeking re-election, be re-elected as a Director of Radius Care.

#### 4. Re-election of Thomas Wilson

That Thomas Wilson, who, in accordance with the NZX Listing Rules, retires and is seeking re-election, be re-elected as a Director of Radius Care.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting. Please read and consider the resolutions together with the notes.

### C. Other Business

To consider any other matter that may be properly brought before the Annual Meeting.

By order of the Board of Radius Residential Care Limited.



**Brien Cree**  
Founder & Executive Chair

## Explanatory Notes

### AUDITOR'S REMUNERATION

#### Resolution 1

##### Auditor's Remuneration

Radius Care's current auditor, Baker Tilly Staples Rodway, is automatically reappointed as Radius Care's auditor at the Annual Meeting pursuant to section 207T of the Companies Act 1993. This resolution authorises the Directors to fix the remuneration of Baker Tilly Staples Rodway as Radius Care's auditor pursuant to section 207S of the Companies Act 1993.

### RE-ELECTION OF DIRECTORS

In accordance with NZX Listing Rule 2.7.1, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer.

Accordingly, Mary Gardiner, Hamish Stevens and Thomas Wilson are all required to retire at this meeting. Mary, Hamish and Thomas, all being eligible, offer themselves for re-election.



**Resolution 2**  
**Re-election of Mary Gardiner**  
 INDEPENDENT DIRECTOR

**Term of Office**  
 Mary Gardiner was appointed as a Director in December 2020.

**Board Committee**  
 Audit and Risk Committee.

**Background**  
 Mary joined the Board in December 2020. She brings strong finance, audit and risk experience, developed through senior executive and governance roles across financial services, healthcare, aviation and sport. Mary is a Director and Audit and Risk Committee Chair of Southern Cross Pet Insurance, PPS Mutual and Wood & Partners Consultants Limited, Deputy Chair and Audit and Risk Committee Chair of Unity Credit Union, and Chair of Netball Northern Zone. Mary was previously CFO of Instant Finance and Radius Health Group, and Governance Risk Manager at Air New Zealand, after beginning her career with KPMG in New Zealand, Australia and Germany.

**Independence**  
 The Board, having considered Mary's current appointments, prior roles and all other matters, considers Mary to be independent under the NZX Listing Rules and the NZX Corporate Governance Code. The Board is satisfied that Mary has no relationships or interests that would affect her independent judgement.



**Resolution 4**  
**Re-election of Thomas Wilson**  
 INDEPENDENT DIRECTOR

**Term of Office**  
 Thomas Wilson was elected as a Director in August 2023.

**Board Committee**  
 Remuneration and People Committee.

**Background**  
 Thomas brings extensive governance, commercial and financial experience, with a background in aged care, listed company leadership and professional services. He is Chair of Building Hub New Zealand Limited, Genera Holdings, CurraNZ, Pelco NZ and Tauranga Bridge Marina, and a Director of Builtin Insurance Group. Thomas was previously Chair of Barrett Homes Group, Regal Haulage Group and Hopkins Farming Group, Managing Director of NZX listed Satara, and held several senior management roles in the aged care sector. He was also a partner at KPMG for ten years.

**Independence**  
 The Board, having considered Thomas' current appointments, prior roles and all other matters, considers Thomas to be independent under the NZX Listing Rules and the NZX Corporate Governance Code. The Board is satisfied that Thomas has no relationships or interests that would affect his independent judgement.



**Resolution 3**  
**Re-election of Hamish Stevens**  
 INDEPENDENT DIRECTOR

**Term of Office**  
 Hamish Stevens was appointed as a Director in December 2020.

**Board Committee**  
 Chair of the Audit and Risk Committee.

**Background**  
 Hamish joined the Board in December 2020. He brings extensive governance and financial leadership experience, with a background spanning senior finance roles and board appointments across a range of New Zealand organisations. He is Chair of Embark Education Group, East Health Services and Pharmaco, and a Director of Napier Port Holdings, Counties Energy and ECL Group. Prior to his governance career, Hamish held senior finance positions with Heinz Watties, Tip Top Ice Cream and DB Breweries. He is a Chartered Accountant and a Chartered Fellow of the Institute of Directors.

**Independence**  
 The Board, having considered Hamish's current appointments, prior roles and all other matters, considers Hamish to be independent under the NZX Listing Rules and the NZX Corporate Governance Code. The Board is satisfied that Hamish has no relationships or interests that would affect his independent judgement.

**The Board unanimously supports the re-election of the Directors in Resolutions 2, 3 and 4 and unanimously recommends that shareholders vote in favour of Resolutions 1, 2, 3 and 4.**

## *Procedural Notes and Other Information*

### **EXPLANATORY NOTES**

Explanatory Notes relating to the resolutions are attached to and form part of this Notice of Meeting.

### **ATTENDANCE**

All Shareholders who are registered as at **5.00pm (NZST) on Tuesday 4 August 2026** are entitled to attend online or in person and vote at the meeting.

#### ***Attend and vote online***

To attend the meeting online, please go to [www.virtualmeeting.co.nz/rad26](http://www.virtualmeeting.co.nz/rad26). You will require your CSN/Holder Number for verification purposes.

#### ***Attend the meeting in person***

The venue for the meeting for those Shareholders attending in person is MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland.

### **PROXIES AND REPRESENTATIVES**

If you are unable to attend the meeting in person or online, you may appoint a proxy or representative (in the case of a corporate Shareholder) to attend and vote on your behalf. You may appoint a proxy in the following ways:

1. Appoint a proxy/corporate representative online by going to: <https://nz.investorcentre.mpms.mufg.com/voting/RAD>. You will need to enter your CSN/Holder Number and Authorisation Code (FIN) to securely complete your proxy appointment, or
2. Complete the attached Proxy/Voting form.

The notice appointing a proxy or representative must be received by MUFG Pension & Market Services, by email or mail as set out in the Proxy Voting Form not later than 10.30am (NZST) on Tuesday 4 August 2026.

If you wish to appoint a proxy, please review the proxy form which provides information on how to make this appointment.

A proxy or representative does not need to be a Radius Care Shareholder.

The appointment of a proxy or representative does not preclude a Shareholder from attending and voting in person or online at the meeting. However, please note that your proxy will not be able to vote at the meeting unless you have provided a voting direction or discretion. If you do not provide an election in respect of the resolutions, your direction is to abstain. If you make more than one election in respect of any resolution your vote will be invalid on that resolution.

If your named proxy does not attend the meeting or you do not name a person as your proxy but otherwise have completed your proxy form in full, the Chair of the meeting will act as your proxy. The Chair will vote only in accordance with your express directions in the proxy form.

You may appoint the Chair of the meeting as your proxy. If you appoint the Chair of the meeting as your proxy and elect to give him discretion on how to vote, then he intends to vote your Shares in favour of the resolutions.

### **ORDINARY RESOLUTIONS**

Resolutions 1, 2, 3 and 4 must be passed by an ordinary resolution of Shareholders, i.e. by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution in person, online or by proxy.